

RECORDATION NO. 21779

FILED

NOV 12 '98

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SONNENSCHN NATH & ROSENTHAL

1301 K STREET N.W.

SUITE 600, EAST TOWER

WASHINGTON, D.C. 20005

November 12, 1998

CHICAGO

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NEW YORK

SAN FRANCISCO

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RECEIVED
SURFACE TRANSPORTATION
BOARD
NOV 12 3 57 PM '98

(202) 408-6400

FACSIMILE

(202) 408-6399

DIRECT LINE

(202) 408-6351

By Hand

Hon. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W., Room 714
Washington, D.C. 20423-0001

Dear Secretary Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. §11301(a) are two (2) original copies of a Memorandum of Master Lease Agreement, dated as of November 11, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents, 49 C.F.R. 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: General Electric Railcar Services Corporation, for Itself and as
Agent for Certain Participants
33 West Monroe Street
Chicago, Illinois 60603

Lessee: Aristech Chemical Corporation
600 Grant Street
Pittsburgh, PA 15219-2704

A description of the railroad equipment covered by the enclosed documents is:
76 Tank Cars (22 gal. EC/I-Phenol), manufactured by Trinity Industries, Inc., and numbered
ARSX 3001 - 3076

Note that, under the terms of the Master Lease Agreement, the parties further have agreed that Lessor shall lease to Lessee such additional Equipment as may be described in additional Schedules to said Lease Agreement, all of which shall be subject to the terms and conditions of said Lease Agreement.

Also enclosed is a check in the amount of \$26.00, payable to the order of the Surface Transportation Board, which covers the required recordation fee. Kindly return one stamped copy of the enclosed document to the undersigned.

Sincerely yours,

L. John Osborn

L. John Osborn

Enclosures

NOV 12 '98

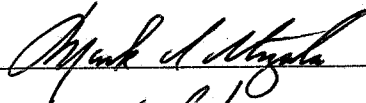
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MEMORANDUM OF MASTER LEASE AGREEMENT
BETWEEN
GENERAL ELECTRIC RAILCAR SERVICES CORPORATION, FOR ITSELF AND AS
AGENT FOR CERTAIN PARTICIPANTS, LESSOR,
AND
ARISTECH CHEMICAL CORPORATION, LESSEE

On August 14, 1998, the parties hereto entered into that certain Master Lease Agreement (the "Lease Agreement") dated as of August 14, 1998, by and between General Electric Railcar Services Corporation, for itself and as agent for certain participants ("Lessor"), having a place of business located at 33 West Monroe Street, Chicago, Illinois 60603, and Aristech Chemical Corporation ("Lessee"), having its principal place of business located at 600 Grant Street, Pittsburgh, PA 15219-2704, pursuant to which Lessor has leased to Lessee the Equipment described in Annex A to Schedule No. 1 to said Lease Agreement, dated as of October 28, 1998, and also described on Exhibit A hereto, subject to the terms and conditions of said Lease Agreement. The parties further have agreed that Lessor shall lease to Lessee such additional Equipment as may be described in additional Schedules to said Lease Agreement.

IN WITNESS WHEREOF, each of the undersigned pursuant to due corporate authority has caused this Memorandum to be duly executed in its respective corporate name by an officer duly authorized and hereby declares pursuant to 28 U.S.C. §1746 under penalty of perjury that this Memorandum is a true and correct document and was executed as of this 11th day of November, 1998.

GENERAL ELECTRIC RAILCAR
SERVICES CORPORATION

BY: 
TITLE: VP Sales

ARISTECH CHEMICAL CORPORATION

BY: _____
TITLE: _____

CORPORATE FORM OF ACKNOWLEDGEMENT

State of ILLINOIS)
) SS:
County of COOK)

On this 11th day of November, 1998, before me personally appeared MARKS. STRATO to me personally known, who being by me duly sworn, says that he is the V.P. SALES, of General Electric Railcar Services Corporation, for itself and as agent for certain participants, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Gail Ann Moore
Signature of Notary Public

My commission expires September 9, 2001

Seal



MEMORANDUM OF MASTER LEASE AGREEMENT
BETWEEN
GENERAL ELECTRIC RAILCAR SERVICES CORPORATION, FOR ITSELF AND AS
AGENT FOR CERTAIN PARTICIPANTS, LESSOR,
AND
ARISTECH CHEMICAL CORPORATION, LESSEE

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IN WITNESS WHEREOF, each of the undersigned pursuant to due corporate authority has caused this Memorandum to be duly executed in its respective corporate name by an officer duly authorized and hereby declares pursuant to 28 U.S.C. §1746 under penalty of perjury that this Memorandum is a true and correct document and was executed as of this 11th day of November, 1998.

GENERAL ELECTRIC RAILCAR
SERVICES CORPORATION

BY: _____

TITLE: _____

ARISTECH CHEMICAL CORPORATION

BY: 

Senior Vice President
TITLE: General Counsel and Secretary

CORPORATE FORM OF ACKNOWLEDGEMENT

State of COMMONWEALTH OF PENNSYLVANIA

County of ALLEGHENY) SS:
)

On this 11th day of November, 1998, before me personally appeared MARK R. McWALLY, to me personally known, who being by me duly sworn, says that he is the GENERAL COUNSEL of Aristech Chemical Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Nancy L. Travisano
Signature of Notary Public

My commission expires February 25, 2002

Seal

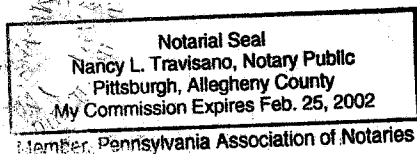


EXHIBIT A
TO
MEMORANDUM OF MASTER LEASE AGREEMENT
BETWEEN
GENERAL ELECTRIC RAILCAR SERVICES CORPORATION, FOR ITSELF AND AS
AGENT FOR CERTAIN PARTICIPANTS, LESSOR,
AND
ARISTECH CHEMICAL CORPORATION, LESSEE

DESCRIPTION OF EQUIPMENT

<u>Manufacturer</u>	<u>Identifying Marks</u>	<u>Type and Model of Equipment</u>	<u>Number of Units</u>
Trinity Industries, Inc.	ARSX 3001 - 3076	Tank Cars (22 gal. EC/I-Phenol)	76